



SEABOARD COAST LINE RAILROAD COMPANY

Treasury Department
P. O. Box 27581
Richmond, Virginia 23261

RECORDATION NO. 10875-14 Filed 1425

LEONARD G. ANDERSON
VICE PRESIDENT AND TREASURER

September 25, 1980 SEP 29 1980 2 20 PM

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No.

Date SEP 29 1980

Fee \$ 10.00

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

RECEIVED
SEP 29 2 17 PM '80
I.C.C.
OPERATION BR.

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 counterparts Nos. 1 through 6 of an Amendment Agreement dated as of August 1, 1980, to the Reconstruction and Conditional Sale Agreement and Lease of Railroad Equipment, both dated as of June 1, 1979, filed with your Commission on October 10, 1979, at 4:00 p.m., and assigned Recordation Nos. 10875 and 10875-B, respectively. Such document by its terms provides that each counterpart shall be deemed an original and, accordingly, counterpart No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to the Amendment Agreement

- (a) Vendee - The Connecticut Bank and Trust Company,
One Constitution Plaza, Hartford, Connecticut 06115
- (b) Lessee - Seaboard Coast Line Railroad Company,
3600 West Broad Street, Richmond, Virginia 23230
- (c) Agent - LaSalle National Bank, 135 South
LaSalle Street, Chicago, Illinois 60690
- (d) Owner - Twenty-Second HFC Leasing Corporation,
2700 Sanders Road, Prospect Heights, Illinois 60070
- (e) Owner Parent - HFC Leasing, Inc., 2700 Sanders
Road, Prospect Heights, Illinois 60070

Handwritten signatures and initials:
C. Anderson
H. G. Anderson

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DEPARTMENT OF THE ARMY

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1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 2679, 26

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the 1990s, the number of people in the world who are undernourished has declined from 1.1 billion to 800 million. The number of people who are malnourished has declined from 1.5 billion to 1 billion. The number of people who are obese has increased from 100 million to 300 million. The number of people who are overweight has increased from 100 million to 300 million. The number of people who are obese and overweight has increased from 100 million to 300 million. The number of people who are obese and overweight has increased from 100 million to 300 million.

1. The first step is to identify the problem. This involves understanding the current situation and what needs to be changed.

September 25, 1980

2. Description of the equipmentIdentifying marks

"Ownership Subject to a Security Agreement
Filed with the Interstate Commerce Commission"

<u>General</u> <u>Description</u>	<u>Type of</u> <u>Equipment</u>	<u>A.A.R.</u> <u>Mech.</u> <u>Design.</u>	<u>Number</u>	<u>SCL Road Numbers</u>
Box cars	70- and 90-ton	XL	900	39640-39696 39790-39826 39840-39999 59925-59999 79600-79748 79750-79980 94840-94984 98885-98920 98985-98994
Hopper cars	100-ton	LO	200	239800-239968 259925-259955

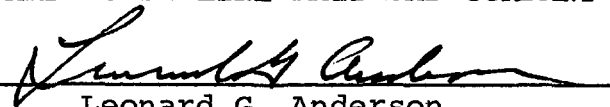
3. Counterparts Nos. 2 through 6 of the above-mentioned document should be returned to Mr. W. M. Price, 1000 Connecticut Avenue, N.W., Washington, D. C. 20036, representing the undersigned.

I am enclosing this company's draft in the amount of \$10.00 payable to the Commission covering the recordation fee for the above-mentioned document.

Very truly yours,

SEABOARD COAST LINE RAILROAD COMPANY

By



Leonard G. Anderson
Vice President and Treasurer

Interstate Commerce Commission
Washington, D.C. 20423

9/23/80

OFFICE OF THE SECRETARY

Leonard G Anderson
Vice President And Treasurer
SeaBoard Coast Line RR Co.
P.O.Box 27581
Richmond, VA. 23261

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/28/80** at **2:20pm**, and assigned recordation number(s): **10875-H**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SEP 29 1980 -2 20 PM

COUNTERPART NO. 1 OF
6 COUNTERPARTS.

INTERSTATE COMMERCE COMMISSION

AMENDMENT AND AGREEMENT (this "Agreement") dated as of August 1, 1980, among THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Vendee"), SEABOARD COAST LINE RAILROAD COMPANY (the "Builder" or the "Lessee"), LASALLE NATIONAL BANK, as Agent (the "Agent"), TWENTY-SECOND HFC LEASING CORPORATION (the "Owner") and HFC LEASING INC. (the "Owner Parent").

WHEREAS, the parties to this Agreement have entered into a Participation Agreement dated as of June 1, 1979 (the "Participation Agreement"); the Vendee, the Agent and the Builder have entered into a Reconstruction and Conditional Sale Agreement dated as of June 1, 1979 (the "RCSA"); the Agent and the Vendee have entered into a Transfer Agreement dated as of June 1, 1979 (the "Transfer Agreement"), and an Assignment of Lease and Agreement dated as of June 1, 1979 (the "Lease Assignment"); the Vendee and the Lessee have entered into a Lease of Railroad Equipment dated as of June 1, 1979 (the "Lease"), and a Hulk Purchase Agreement dated as of June 1, 1979 (the "Hulk Purchase Agreement"); the Owner and the Vendee have entered into a Trust Agreement dated as of June 1, 1979 (the "Trust Agreement"); and the Lessee has consented to the terms and conditions of the Lease Assignment pursuant to the Lessee's Consent and Agreement dated as of June 1, 1979 (the "Consent") (such Participation Agreement, RCSA, Transfer Agreement, Lease, Lease Assignment, Hulk Purchase Agreement, Trust Agreement and Consent being hereinafter collectively called the "Documents");

WHEREAS, the RCSA, the Transfer Agreement, the Lease, the Lease Assignment and the Hulk Purchase Agreement were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 10, 1979, at 4:00 p.m. and were assigned recordation numbers 10875, 10875-D, 10875-B, 10875-C and 10875-A, respectively;

WHEREAS, the Hulk Purchase Agreement and the Transfer Agreement were amended as of July 1, 1980, by changing the Hulk numbers in Annex I to the Hulk Purchase Agreement and Annex I to the Transfer Agreement to describe only those Hulks which were actually selected, sold and reconstructed under the Documents and to designate the particular road numbers thereof. The said amendments were filed with the Interstate Commerce Commission on July 14, 1980, at 3:00 p.m. and were assigned recordation numbers 10875-F and 10875-G, respectively; and

*Numbers left in
CSA &
Lease herein*

WHEREAS, the parties hereto desire to amend the RCSA and the Lease to describe only those units of Equipment covered by the said agreements and to designate the particular road numbers thereof.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule A to the RCSA and Schedule A to the Lease are amended by deleting the railroad equipment road numbers listed under the caption "Railroad Road Numbers" except for the following railroad equipment road numbers:

Opposite 70- and	"SCL 39640-39696
90-ton	SCL 39790-39826
Box Cars	SCL 39840-39999
	SCL 59925-59999
	SCL 79600-79748
	SCL 79750-79980
	SCL 94840-94984
	SCL 98885-98920
	SCL 98985-98994"
Opposite 100-ton	"SCL 239800-239968
Hopper Cars	SCL 259925-259955"

2. Execution and delivery of this Agreement by the Owner shall constitute authorization for and direction to the Vendee to execute and deliver this Agreement.

3. The Documents are hereby amended to permit the amendments effected by this Agreement. Each Document is hereby amended so that any reference therein to any Document shall be deemed to refer to such Document as amended by this Agreement and as such Document may from time to time be otherwise amended.

4. Except as amended hereby, the Documents shall remain in full force and effect.

5. The Lessee will promptly cause this Agreement to be filed in accordance with the provisions of Article 17 of the RCSA, Section 14 of the Lease and Paragraph 7 of the Lease Assignment.

6. The terms of this Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of Connecticut.

7. This Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first above written.

SEABOARD COAST LINE RAILROAD COMPANY,

[Corporate Seal]

By



Vice President and Treasurer

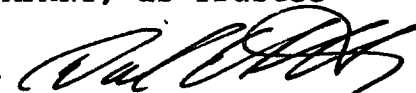
Attest:


Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, as Trustee

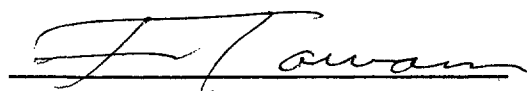
[Corporate Seal]

By



Authorized Officer

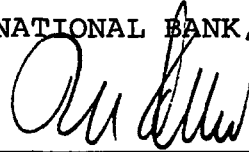
Attest:



LASALLE NATIONAL BANK, as Agent,

[Corporate Seal]

By



Vice President

Attest:



HFC LEASING INC.

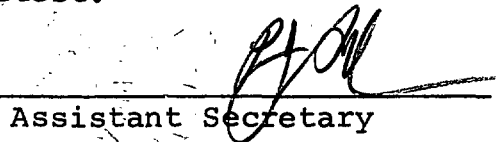
[Corporate Seal]

By



Vice President

Attest:

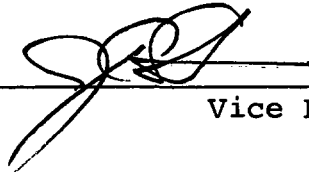


Assistant Secretary

TWENTY-SECOND HFC LEASING CORPORATION

[Corporate Seal]

By



Vice President

Attest:



Assistant Secretary

COMMONWEALTH OF VIRGINIA)
) ss.:
CITY OF RICHMOND)

On this *25TH* day of *AUGUST*, 1980, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[Notarial Seal]


Notary Public

My commission expires APR 26 1982

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this *2nd* day of *September*, 1980, before me personally appeared **DONALD E. SMITH**, to me personally known, who, being by me duly sworn, says that he is **ASSISTANT VICE PRESIDENT** of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[Notarial Seal]


Notary Public

My commission expires

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1983

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 8th day of September, 1980, before me personally appeared R. K. WEBER, to me personally known, who, being by me duly sworn, says that he is Vice President of LASALLE NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said Association, that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.

[Notarial Seal]

Patricia M. Kennedy
Notary Public

My commission expires My Commission Expires August 24, 1982

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 12th day of September, 1980, before me personally appeared John C. Salomone, to me personally known, who, being by me duly sworn, says that he is a Vice President of HFC LEASING, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Barbara K. Parks
Notary Public

My commission expires

My Commission Expires Feb. 20, 1984

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this *12th* day of *September*, 1980, before me personally appeared *John C. Salomone*, to me personally known, who, being by me duly sworn, says that he is a Vice President of TWENTY-SECOND HFC LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My commission expires

Barbara K. Parker

Notary Public

My Commission Expires Feb. 20, 1984